FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (∐ check if this is an amendment and name has changed, and indicate change.)									
First State Banking Corporation Rule 506 Private Placement									
Filing Under (check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6) DECESSE								
Type of Filing: New Filing Amendment									
A. BASIC IDENTIFICATION DATA									
Enter the information requested about the issuer	THOMSON								
Name of Issuer (check if this is an amendment and name has changed, and indicate changed	(Je.) FINANCIAL								
First State Banking Corporation.	FINANCIAL								
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (
3103 East Main Street, Russellville, AR 72802 Code) 479-498-2402									
Address of Principal Business Operation (Number and Street, City, State, Zip Code) Telephone Number (
(if different from Executive Offices)	Code)								
Brief Description of Business bank holding company									
Type of Business Organization									
☐ corporation ☐ limited partnership, already formed ☐ Other, please sp									
☐ business trust ☐ limited partnership, to be formed									
Month Year									
Actual or Estimated Date of Incorporation or Organization: [07] [1980) Actual Estimate									
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation f	or State:								
CN for Canada; FN for other foreign jurisdiction	[AR]								

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuer making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United State registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: there is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administration in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A DACI	CIDENTIFICATION DATA							
2. Enter t	he information red	uested for the following:	CIDENTIFICATION DATA							
 Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and corporate general and managing partners of partnership issues; 										
andEach of	eneral and manad	ging partner of partnership	issuers							
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☑ Executive Officer	⊠ Director	☐ General and/or Managing Partner					
Blanchard, Cha										
	sidence Address (Street, Russelly	Number and Street, City, sille, AR 72802	state, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☑ General and/or Managing Partner					
Full Name (Last Guess, Don C.	name first, if indiv	ridual)			· · · · · · · · · · · · · · · · · · ·					
Business or Res	sidence Address (I Street, Russelly	Number and Street, City, sille, AR 72802	state, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner					
Full Name (Last Hill, Scott	name first, if indiv	idual)								
Business or Res 3103 East Main	idence Address (I Street, Russelly	Number and Street, City, sille, AR 72802	state, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner					
Full Name (Last Mathis, Max	name first, if indiv	idual)			· · · · · · · · · · · · · · · · · · ·					
Business or Res 3103 East Main	sidence Address (I Street, Russelly	Number and Street, City, s ille, AR 72802	state, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner					
Blanchard, Cyr										
	sidence Address (I Street, Russelly	Number and Street, City, sille, AR 72802	state, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner					
Full Name (Last Miller, Michael	name first, if indiv	idual)	·······							
Business or Res		Number and Street, City, s IIIe, AR 72802	state, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner					
Full Name (Last Tippin, George	name first, if indiv	idual)								
Business or Res	idence Address (N Street, Russellvi	Number and Street, City, sile, AR 72802	tate, Zip Code)							

- · ·					<u>.</u>					
Check Box(es) t/nat Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director	☐ General and/or Managing Partner					
Full Name (Last Wright, Phillip I	name first, if indiv	ridual)								
Business or Res		Number and Street, City, st ille, AR 72802	ate, Zip Code)							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner					
Full Name (Last name first, if individual) White, C. Tim										
Business or Residence Address (Number and Street, City, state, Zip Code) 3103 East Main Street, Russellville, AR 72802										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner					
Full Name (Last	name first, if indiv	idual)		4.7						
Business or Res	idence Address (I	Number and Street, City, st	ate, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last	name first, if indiv	idual)								
Business or Res	idence Address (I	Number and Street, City, st	ate, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last	name first, if indiv	idual)								
Business or Res	idence Address (I	Number and Street, City, st	ate, Zip Code)	· · · · · · · · · · · · · · · · · · ·						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last	name first, if indiv	idual)			14					
Business or Res	idence Address (I	Number and Street, City, st	ate, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last	name first, if indiv	idual)								
Business or Res	idence Address (I	Number and Street, City, st	ate, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last	name first, if indiv	idual)								
Business or Res	idence Address (I	Number and Street, City, st	ate, Zip Code)							
	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)									

•														
					B. 1	NFORM/	ATION A	BOUT OF	FERING				V	
1.	Has the	issuer s	sold, or do	es the is	ssuer inte	nd to sell	, to non-a	accredited	l investor	s in this c	offering?	•••••	Yes ⊠	N ₀
			An	swer als	o in Appe	ndix, Col	umn 2, if	filing und	er ULOE.			•		
2.	What is	the min	imum inve	estment	that will b	e accepte	ed from a	ny individ	ual?			•••••	\$40	0,000
3.	Does the	e offerin	g permit j	oint own	ership of	a single	unit?		•••••		•••••	• • • • • • • • • • • • • • • • • • • •	🛛	
associa dealer. informa	remunerated perso If more tion for the	tion for n or ag than fiv at broke	solicitatio ent of a b /e (5) per er or deale	n of pur proker or rsons to er only.	chasers i dealer re	n connec egistered	ction with with the	sales of SEC and	securities	s in the o	offering. r states, l	If a perso ist the na	, any commison to be listed ame of the brunder and the brunder of	d is a
	ne (Last r olicable	name fir	st, if indivi	idual)										
	s or Resid	dence A	\ddress (N	Number	and Stree	t, City, S	tate, Zip (Code)						
Name o	f Associa	ted Brol	ker or Dea	aler										-1
	n Which F "All State:					ids to So	licit Purch	asers					☐ All State	es
[AL] [IL] [MT]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	X[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
	ne (Last r					TA 1.1		TAAVI	TAA A T	[AAI]	[AA 1]	[FK]		
Not app					and Stree	t. City St	tate. Zin 0	Code)						······
								· · · · · · · · · · · · · · · · · · ·	·					
	of Associa													
	n Which F "All State:					ds to So	licit Purch	asers	<u>-</u>				☐ All State	P6
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	L All Olat	.
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[AM]	[MI]	[MN]	[MS]	[MO]		
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [XT]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
Full Nar	me (Last r					<u>L • · · · · .</u>	177.3	1447.4	1,,,,1			Į i vy	<u> </u>	
	ss or Resi	dence A	Address (N	Number :	and Stree	t, City, S	tate, Zip (Code)						
Name o	of Associa	ted Brol	ker or Dea	aler		<u> </u>								
	n Which F					nds to So	licit Purch	asers						
•	"All State:					(CT)	וחבי	וחכז	(C) 1	(CA)	run	(ID)	☐ All Stat	es
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	(DE) [MD]	[DC] [MA]	(FL) [MI]	[GA] [MN]	[HI] [MS]	[D] [MO]		
[MT]	[NÉ]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
	me (Last r olicable	name tir	st, it indiv	idual)										
	s or Resi	dence A	Address (N	Number a	and Stree	t, City, Si	tate, Zip (Code)						
	of Associa													
	n Which F "All State					ds to So	licit Purch	asers	<u> </u>				☐ All Stat	es
(Check	[AK]	S OF CH	ECK INDIVIC	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		00
[IL] [MT] [RI]	[IN] [NE] [SC]	[IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[MŚ] [OR] [WY]	[MO] [PA] [PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSE	S AND USE OF PROC	EEDS
.,	Enter the aggregate offering price of securities included in this offering and	the total amount alread	ly sold. Enter "0" if answer
•	is "none" or "zero". If the transaction is an exchange offering, check this	is box 🗌 and indicate	in the columns below the
	amounts of the securities offered for exchange and already exchanged.	_	
	, ,		
		Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	\$
	Equity	\$1,414,997.70	\$1,414,997.70
	☐ Common ☐ Preferred	Ψ1, Ψ1-1,001.110	Ψ1,414,557.76
	Convertible Securities (including warrants)	\$1,414,997.70	\$1,414,997.70
	Conventible Securities (including warrants)	φ1,414,997.70 Φ	A
	Partnership Interests	Φ	\$
	Other (Specify)	Φ Φ0 000 005 40	Φ Φ0 000 005 40
	Total	\$2,829,995.40	\$2,829,995.40
	Answer also in Appendix, Column 3, if filing u	inder ULOE	
2.	Enter the number of accredited and non-accredited investors who have pure		
	dollar amounts of their purchases. For offerings under Rule 504, indic		
	securities and the aggregate dollar amount of their purchases on the total lir	nes. Enter "0" if the ans	wer is "none" or "zero".
		Number	Aggregate Dollar
		Investors	Amount of Purchases
	Accredited Investors	1	\$ 999,764.50
	Non-accredited Investors	1	\$1,830,230.90
	Total (for filings under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing u	ınder ULOE	
3.	If this filing is for an offering under Rule 504 or 505, enter the information date, in offerings of the types indicated, in the twelve (12) months prior to securities by type listed in Part C – Question 1.		
			Dollar Amount
	Type of Offering	Type of Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuant Exclude amounts relating solely to organization expenses of the issuer. contingencies. If the amount of an expenditure is not known, furnish an est	The information may be	e given as subject to future
			_
	Transfer Agent's Fees	🔲	\$
	Printing and Engraving Costs		\$
	Legal Fees	🖾	\$15,000
	Accounting Fees	🗖	
	Engineering Fees		\$
	Sales Commissions (specify finder's fees separately)		\$ \$ \$
	Other Expenses (identify)		\$
	Total		\$15,000
	[···	+,

<u> </u>	C. OFFERING PRICE, NUMBER	R OF INVESTORS, EXPENSE	S AND USE OF PROCEE	DS
b.	Enter the difference between the aggregate of and total expenses furnished in response to F gross proceeds to the issuer".			\$2,814,995.40
5.	Indicate below the amount of the adjusted gro shown. If the amount for any purpose is not k of the payments listed must equal the adjust above.	nown, furnish an estimate an	d check the box to the left o	f the estimate. The total
	Salaries and fees	machinery and equipment facilitiesvalue of securities involved for the assets or securities	Payments to Officers, Directors & Affiliates \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Payments to Others \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
		D. FEDERAL SIGNATURE		
the following	uer has duly caused this notice to be signed booking signature constitutes an undertaking by request of its staff, the information furnished booking.	y the undersigned duly author the issuer to furnish to the	U.S. Securities and Excha	ange Commission, upon
		$-\rho_{\alpha}$		
	(Print or Type) Signature tate Banking Corporation	Blank 1	Date 1(-25-	02
	of Signer (Print or Type)	Title of Signer (Print or Type)		
Charle	s H. Blanchard	CEO		
		-		
		ATTENTION		
	Intentional misstatements or omissions	of fact constitute federal crimi	nal violations. (See 18 U.S.	.C. 1001.)

-		E. STATE SIGNATURE						
1.		(c), (d), (e) or (f) presently subject to any of the disqualification		No ⊠				
	See Ap	ppendix, Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.							
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
	igned duly authorized person.	contents to be true and has duly caused this notice to be signed o	on its behalf	by the				
	(Print or Type) tate Banking Corporation	11-25-02						
Name	of Signer (Print or Type)	Title of Signer (Print or Type)						
Charla	c N Blanchard	CEO						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

A	PP	EN	DIX

1		2		3 4					5			
	t ac inv	end to to non credit estors State	ed s in	Type of security and aggregate offering price offered in state (Part C-Item1)	Туре	Type of Investor and amount purchased in state (Part C-Item 2)						on e s, of
	(Par	t B-Ite	m 1)						wai (Pa	verg	rante Item	ed) 1)
State	Yes		No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Ye	s	No	<u>'/</u>
AL		$\neg \vdash$			investors		linvestors			5 1]
AK												
AZ AR			 	trust & corporate		\$999,764.50	1	\$1,830,230.90				<u> </u>
				securities		\$999,704.50		\$1,630,230.90		J 1	L] 1 —
CA	-		H							┽╌┼	-	<u> </u>
CT		+								1	- -	1
DE										5]
DC]
FL	<u> H</u>		ᆜ	· · · · · · · · · · · · · · · · · · ·						<u>.</u>	<u> </u>	<u>]</u>
GA HI	ᆍ		 						<u> </u>	+ +		1
ID	ᅮ片	+	ᅢ					-	-	+		-
IL	一一		Ħ							1		i -
IN]		
IA												
KS			<u> </u>									<u> </u>
KY	ᆛ	-	౼						<u>_</u> _	4	<u>_</u>	<u> </u>
LA ME	H	_	片							┽	-	<u> </u>
MD	一一		∺┈							1-	╌╞	1
MA										5		j
MI]
MN	닏		\Box]		<u>]</u>
MS	- 片		片								<u></u>	<u> </u>
MO MT	ᅮH		\dashv						<u>-</u> -	-	<u> </u> _	
NE	+	-	片네							╅┤	╌╞	
NV		_								1	_ <u>_</u> _	j
NH											Ī]
NJ		_ _]
NM	ᆜ		片니					 	<u> </u>		<u></u> _	<u>]</u>
NY NC	井	-+-	H						<u> </u>	4-1	<u> </u>	1
ND	井	+-	H			-		 	╁	+	— <u></u>	1
ОН										<u> </u>		<u> </u>
ОК]]
OR												
PA	_ 닏		무니					-	Ļ	4		<u> </u>
RI SC	ᅳH	-	片			-			┝	-		<u> </u>
SD	ㅐ	_	片네						┝	╅┤	- 	
TN	ᅢ	_							T] 		<u> </u>
TX												<u></u>
UT]]		
VT								-				
VA	井	_	片니						┝	-		+
WA WV	ᆛ		片니					 	<u> </u>	4	<u></u> -	
PR	一片	+	片						┝	+	╁	†
									_			